

FIRST UNION RAIL

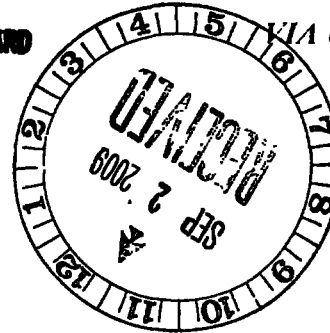
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318 7575
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RECORDATION NO. 20463-B FILED

SEP 02 '09 -3 20 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

August 31, 2009

Ms Anne K Quinlan
Surface Transportation Board
395 E Street, S W , Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease

Dear Ms Quinlan

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated June 1, 2009 a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 20463.

The names and addresses of the parties to the enclosed document are

Lessor	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee	Stockton Terminal and Eastern Railroad 1330 N Broadway Ave Stockton, CA 95205
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A description of the railroad equipment covered by the enclosed document is for ninety (90) 52' 6" Plate C boxcars having STE marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows

Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board, covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely

Marcia Dunne
Senior Documentation Specialist

Enclosures

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ASSIGN STE007

AMENDMENT TO MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of June, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Stockton Terminal & Eastern Railroad ("Lessee"), a California corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), a Memorandum evidencing such Rider and such Lease Agreement was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on March 27, 2007 at 4:10 p.m. with Recordation Number 20463-A.

WHEREAS, Lessor and Lessee have agreed to terminate certain railcars subject to the Lease, and have executed Rider No. 3 to the Lease to cover the remaining railcars identified on the attached revised Exhibit A.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

Exhibit A to such Memorandum shall be deleted in its entirety and replaced with the attached Exhibit A;

Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
 Name: RICHARD F. SEYMOUR
 Title: VICE PRESIDENT SALES & MARKETING

By: _____
 Name: _____
 Title: _____

Executed on this 22nd day of June, 2009

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the State and County aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 22nd day of June, 2009.

Georgia Freiburger
 Notary Public

My Commission Expires:

6-2012
 (Notary Public)



LESSEE:

STOCKTON TERMINAL & EASTERN RAILROAD

ATTEST:

By: _____
Name: _____
Title: _____

By: Greg Carney
Name: Greg Carney
Title: President

Executed on this 22 day of June, 2009

[CORPORATE SEAL]

STATE OF See Attached

COUNTY OF _____

I, _____, a Notary Public of the State and County
aforesaid, certify that _____ personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

My Commission Expires:

(Notary Public)

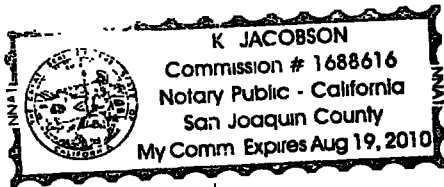
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Joaquin

On 6/22/09 before me, K. Jacobson, Notary Public

personally appeared Gregory Carney



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

WITNESS my hand and official seal.

Signature [Signature] Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

Description of Attached Document

Title or Type of Document Riden No. 3

Document Date 6/1/09 Number of Pages 8

Signer(s) Other Than Named Above N/A

Capacity(ies) Claimed by Signer(s)

Signer's Name Gregory Carney

- ☐ Individual
☒ Corporate Officer — Title(s) President
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other _____

Signer Is Representing _____

Signer's Name _____

- ☐ Individual
☐ Corporate Officer — Title(s) _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other _____

Signer Is Representing _____

Exhibit A
to
Memorandum of Lease

NUMBER OF CARS: Ninety (90)

DESCRIPTION OF CARS: 52' 6" Plate "C" 70-Ton insulated RBL Boxcars, with load dividers,
1980 built, AAR Car Type Code R410.

CAR NUMBERS:

1	STE	002008	31	STE	002042	61	STE	002073
2	STE	002010	32	STE	002043	62	STE	002074
3	STE	002011	33	STE	002044	63	STE	002075
4	STE	002012	34	STE	002045	64	STE	002077
5	STE	002013	35	STE	002046	65	STE	002078
6	STE	002015	36	STE	002047	66	STE	002079
7	STE	002016	37	STE	002048	67	STE	002080
8	STE	002017	38	STE	002049	68	STE	002082
9	STE	002018	39	STE	002050	69	STE	002083
10	STE	002019	40	STE	002051	70	STE	002084
11	STE	002020	41	STE	002052	71	STE	002085
12	STE	002021	42	STE	002053	72	STE	002086
13	STE	002022	43	STE	002054	73	STE	002087
14	STE	002023	44	STE	002055	74	STE	002088
15	STE	002024	45	STE	002056	75	STE	002089
16	STE	002025	46	STE	002058	76	STE	002090
17	STE	002026	47	STE	002059	77	STE	002092
18	STE	002028	48	STE	002060	78	STE	002093
19	STE	002029	49	STE	002061	79	STE	002094
20	STE	002030	50	STE	002062	80	STE	002095
21	STE	002031	51	STE	002063	81	STE	002096
22	STE	002033	52	STE	002064	82	STE	002098
23	STE	002034	53	STE	002065	83	STE	002099
24	STE	002035	54	STE	002066	84	STE	002100
25	STE	002036	55	STE	002067	85	STE	002101
26	STE	002037	56	STE	002068	86	STE	002102
27	STE	002038	57	STE	002069	87	STE	002103
28	STE	002039	58	STE	002070	88	STE	002104
29	STE	002040	59	STE	002071	89	STE	002106
30	STE	002041	60	STE	002072	90	STE	002107